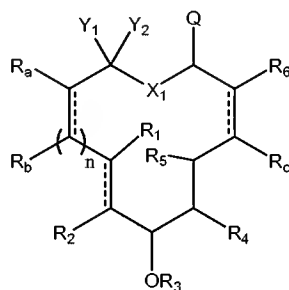


AMENDMENTS TO THE CLAIMS

The following **Listing of Claims** will replace all prior versions, and listings of claims in the application.

1. (CURRENTLY AMENDED) A pharmaceutical composition comprising:
a pharmaceutically acceptable carrier, adjuvant or vehicle; and
a therapeutically effective amount of a compound for treating tumor metastases having the structure:

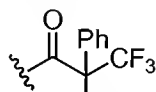


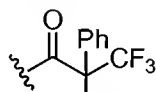
(I)

or pharmaceutically acceptable salt thereof;

wherein R_1 and R_2 are each independently hydrogen or lower alkyl;

R_3 is hydrogen or lower alkyl, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; or a prodrug moiety or an oxygen protecting group;



R_4 is halogen, $-OR^{4A}$, oxo, $-OC(=O)R^{4A}$,  or $-NR^{4A}R^{4B}$; wherein R^{4A} and R^{4B} are independently hydrogen, lower alkyl or lower alkoxy; a nitrogen protecting group or an oxygen protecting group;

R_5 is hydrogen or lower alkyl;

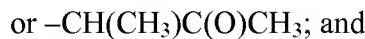
R_6 is ~~hydrogen or~~ lower alkyl;

R_a and each occurrence of R_b and R_c are independently hydrogen;


n is 3;

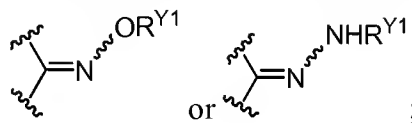
X_1 is O, NR^{X1} or $CR^{X1}R^{X2}$; wherein R^{X1} and R^{X2} are independently hydrogen;

Q is hydrogen, lower alkyl,

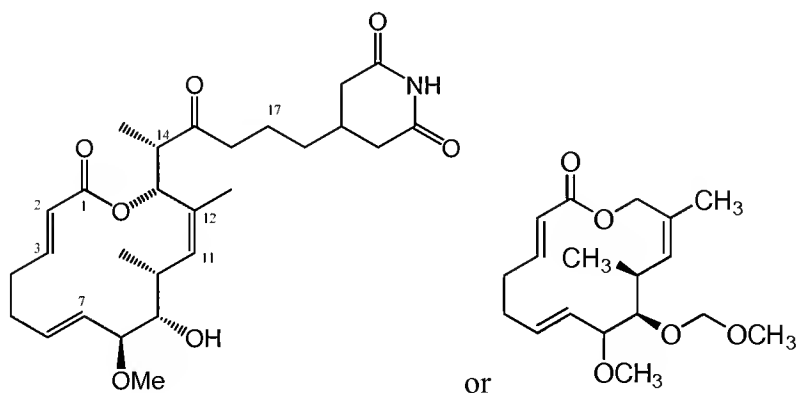


atom to which they are attached form a moiety having the structure:



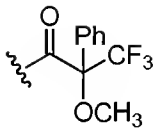
$$\text{---C(=O)---C(=N-R}^{\text{Y1}}\text{)---}$$


with the proviso that the compound does not have the following structure:



- Attorney Docket No. 2003080-0205

3. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 40 mg/kg of body weight.
4. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 40 mg/kg of body weight.
5. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 30 mg/kg of body weight.
6. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 5 mg/kg to about 30 mg/kg of body weight.
7. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 30 mg/kg of body weight.
8. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 20 mg/kg of body weight.
9. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 20 mg/kg of body weight.
10. (ORIGINAL) The composition of claim 1, wherein the dosage is 10 mg/kg or greater of body weight.
11. (CURRENTLY AMENDED) The composition of claim 1, wherein:
R₁ and R₂ are each independently hydrogen or substituted or unsubstituted lower alkyl;
R₃ is hydrogen, or substituted or unsubstituted lower alkyl;

R_4 is halogen, $-OR^{4A}$, $-OC(=O)R^{4A}$, oxo,  or $-NR^{4A}R^{4B}$; wherein R^{4A} and R^{4B} are independently hydrogen, or substituted or unsubstituted lower alkyl or lower alkoxy; a nitrogen protecting group or an oxygen protecting group;

~~R_5 and R_6 are each independently~~ is hydrogen or substituted or unsubstituted lower alkyl;

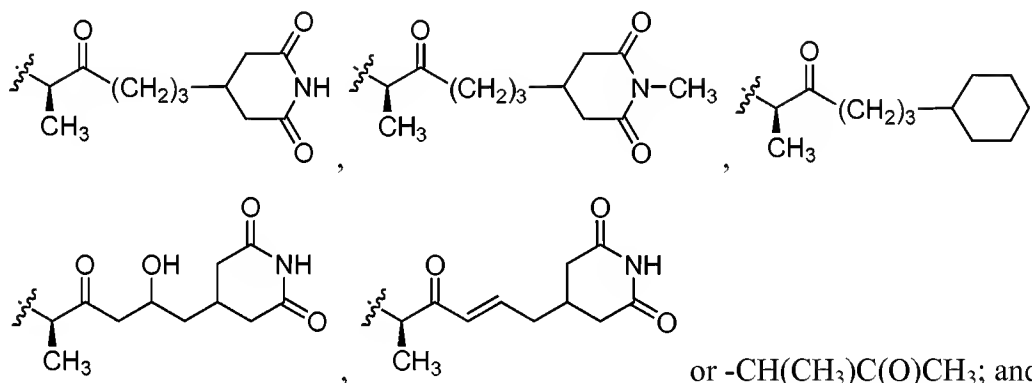
R_6 is substituted or unsubstituted lower alkyl;

R_a and each occurrence of R_b and R_c are independently hydrogen;

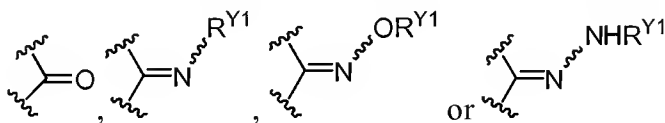
n is 3 ;

X_1 is O, NR^{X1} or $CR^{X1}R^{X2}$; wherein R^{X1} and R^{X2} are independently hydrogen;

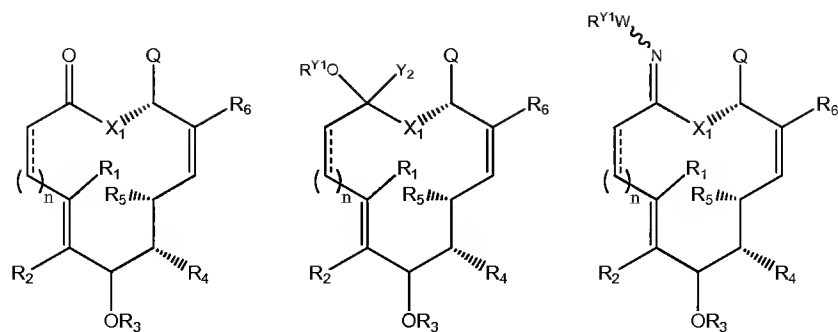
Q is hydrogen, lower alkyl,



Y_1 and Y_2 are independently hydrogen, lower alkyl, or CF_3 ; or WR^{Y1} ; wherein W is independently O, or NR^{Y2} , wherein each occurrence of R^{Y1} and R^{Y2} is independently hydrogen, or an alkyl, or Y_1 and Y_2 together with the carbon atom to which they are attached form a moiety

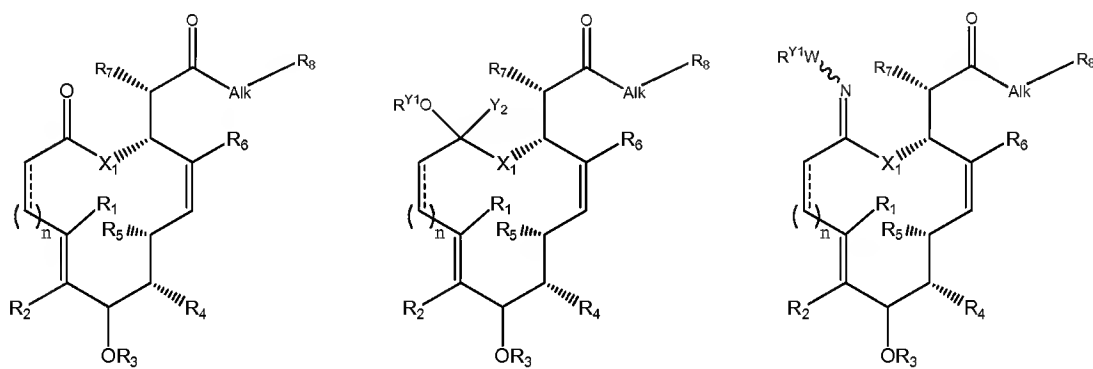
having the structure: .

12. (PREVIOUSLY PRESENTED) The composition of claim 1, wherein R_a , R_b and R_c are each hydrogen, and the compound has one of the following structures:



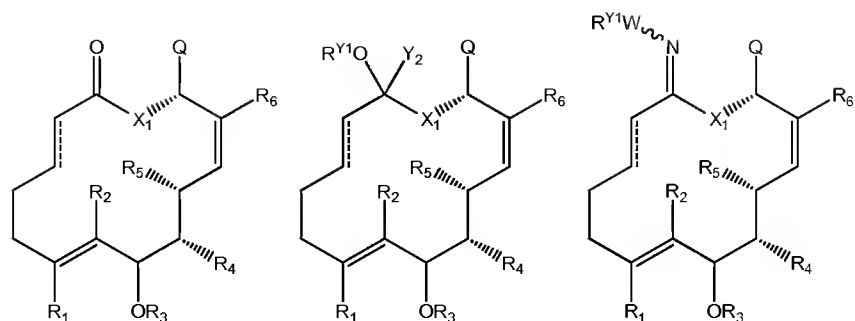
wherein R₁-R₆, Y₂, X₁, n and Q are as defined in claim 1; W is O or NH; and R^{Y1} is hydrogen, an aliphatic moiety, or a heteroaliphatic moiety.

13. **(WITHDRAWN/PREVIOUSLY PRESENTED)** The composition of claim 1, wherein R_a, R_b and R_c are each hydrogen, Q is a carbonyl-containing moiety and the compound has one of the following structures:



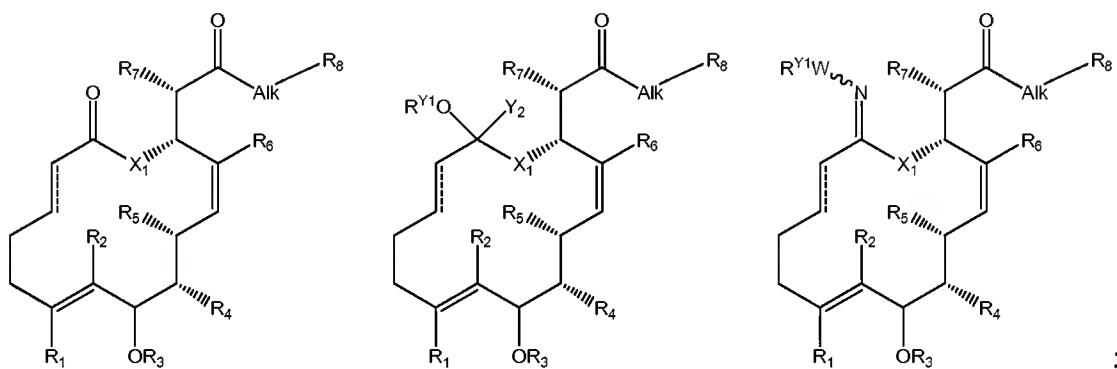
wherein R₁-R₆, Y₂, X₁, and n are as defined in claim 1; W is O or NH; and R^{Y1} is hydrogen, or an aliphatic, heteroaliphatic; R₇ is a substituted or unsubstituted lower alkyl or heteroalkyl moiety; R₈ is a substituted or unsubstituted alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl; and Alk is a substituted or unsubstituted C₀₋₆ alkylenyl or a C₀₋₆ alkenylenyl chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, O, or NR^{Z1}, wherein R^{Z1} is independently hydrogen or alkyl.

14. **(PREVIOUSLY PRESENTED)** The composition of claim 1, wherein R_a, R_b and R_c are each hydrogen, n is 3 and the compound has one of the following structures:



wherein R_1 - R_6 , Y_2 , Q and X_1 are as defined in claim 1; W is O or NH; and R^{Y1} is hydrogen, an aliphatic moiety, or a heteroaliphatic moiety.

15. **(WITHDRAWN/PREVIOUSLY PRESENTED)** The composition of claim 1, wherein R_a , R_b and R_c are each hydrogen, n is 3, Q is a carbonyl-containing moiety, and the compound has one of the following structures:

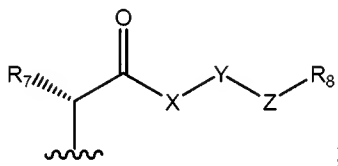


wherein R_1 - R_6 , X_1 and Y_2 are as defined in claim 1; W is O or NH; R^{Y1} is hydrogen, an aliphatic moiety, or a heteroaliphatic moiety, R_7 is a substituted or unsubstituted lower alkyl or heteroalkyl moiety; R_8 is a substituted or unsubstituted alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl; and Alk is a substituted or unsubstituted C_{0-6} alkylenyl or C_{0-6} alkenylenyl chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, O, NR^{Z1} , wherein R^{Z1} is independently hydrogen, or alkyl.

16. **(PREVIOUSLY PRESENTED)** The composition of claim 1, wherein R_1 and R_2 are each hydrogen.

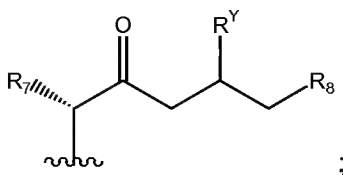
17. **(PREVIOUSLY PRESENTED)** The composition of claim 1, wherein R_5 and R_6 are each methyl.

18. **(PREVIOUSLY PRESENTED)** The composition of claim 1, wherein R₃ is lower alkyl.
19. **(ORIGINAL)** The composition of claim 18, wherein R₃ is methyl.
20. **(PREVIOUSLY PRESENTED)** The composition of claim 1, wherein R₄ is OH, NH₂ or halogen.
21. **(WITHDRAWN/ORIGINAL)** The composition of claim 13 or 15, wherein R₇ is lower alkyl.
22. **(WITHDRAWN/ORIGINAL)** The composition of claim 21, wherein R₇ is methyl.
23. **(WITHDRAWN/PREVIOUSLY PRESENTED)** The composition of claim 1, wherein Q has the structure:



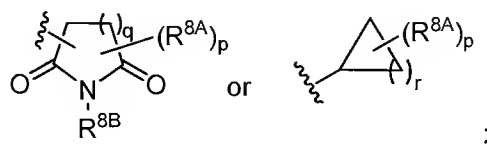
wherein R₇ is a substituted or unsubstituted, or a lower alkyl moiety; R₈ is a substituted or unsubstituted carbocyclic, or heterocyclic moiety; and X, Y and Z are independently a bond, -O-, -C(=O)-, -NR^{Z1}-, -CHOR^{Z1}, or a substituted or unsubstituted C₀₋₆ alkylenyl or C₀₋₆ alkenylenyl wherein up to two non-adjacent methylene units are independently optionally replaced by CO, O, or NR^{Z1}, wherein R^{Z1} is hydrogen or alkyl; and pharmaceutically acceptable derivatives thereof.

24. **(WITHDRAWN/PREVIOUSLY PRESENTED)** The composition of claim 23, wherein Q has the structure:



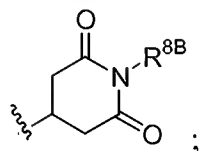
wherein R_7 is a substituted or unsubstituted lower alkyl moiety; R_8 is a substituted or unsubstituted carbocyclic moiety, or a heterocyclic moiety; and R^Y is hydrogen, $-OR^{Y1}$; wherein R^{Y1} is hydrogen, alkyl, or heteroalkyl.

25. **(WITHDRAWN/PREVIOUSLY PRESENTED)** The composition claim 13, wherein R_8 is one of:



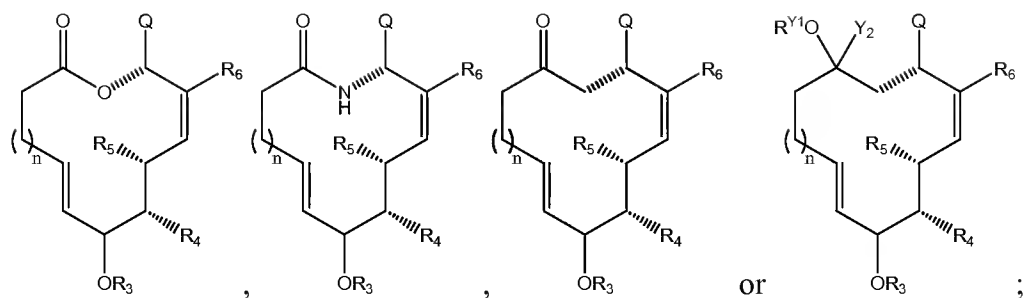
wherein p is an integer from 0 to 5; q is 1 or 2, r is an integer from 1 to 6; each occurrence of R^{8A} is independently hydrogen, and each occurrence of R^{8B} is independently hydrogen or lower alkyl.

26. **(WITHDRAWN/ORIGINAL)** The composition of claim 25, wherein R_8 has the structure:



wherein R^{8B} is hydrogen or lower alkyl.

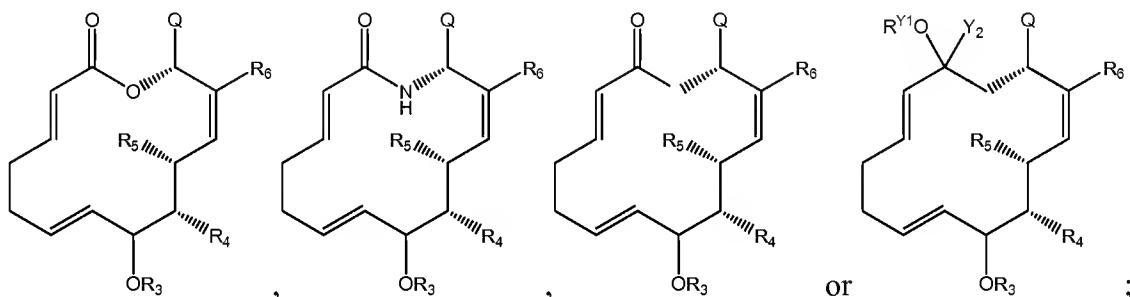
27. **(PREVIOUSLY PRESENTED)** The composition of claim 1 wherein n is 3.
28. **(WITHDRAWN/PREVIOUSLY PRESENTED)** The composition of claim 12 wherein Y_1 is OR^{Y1} and Y_2 is lower alkyl; wherein R^{Y1} is hydrogen or lower alkyl.
29. **(WITHDRAWN/ORIGINAL)** The composition of claim 28, wherein Y_1 is OH and Y_2 is CF_3 .
30. **(ORIGINAL)** The composition of claim 11 wherein R_a , R_b and R_c are each hydrogen, and the compound has one of the structures:



or pharmaceutically acceptable derivative thereof;

wherein R_3 - R_6 , n and Q are as defined in claim 1; and Y_2 and R^{Y1} are independently hydrogen or lower alkyl.

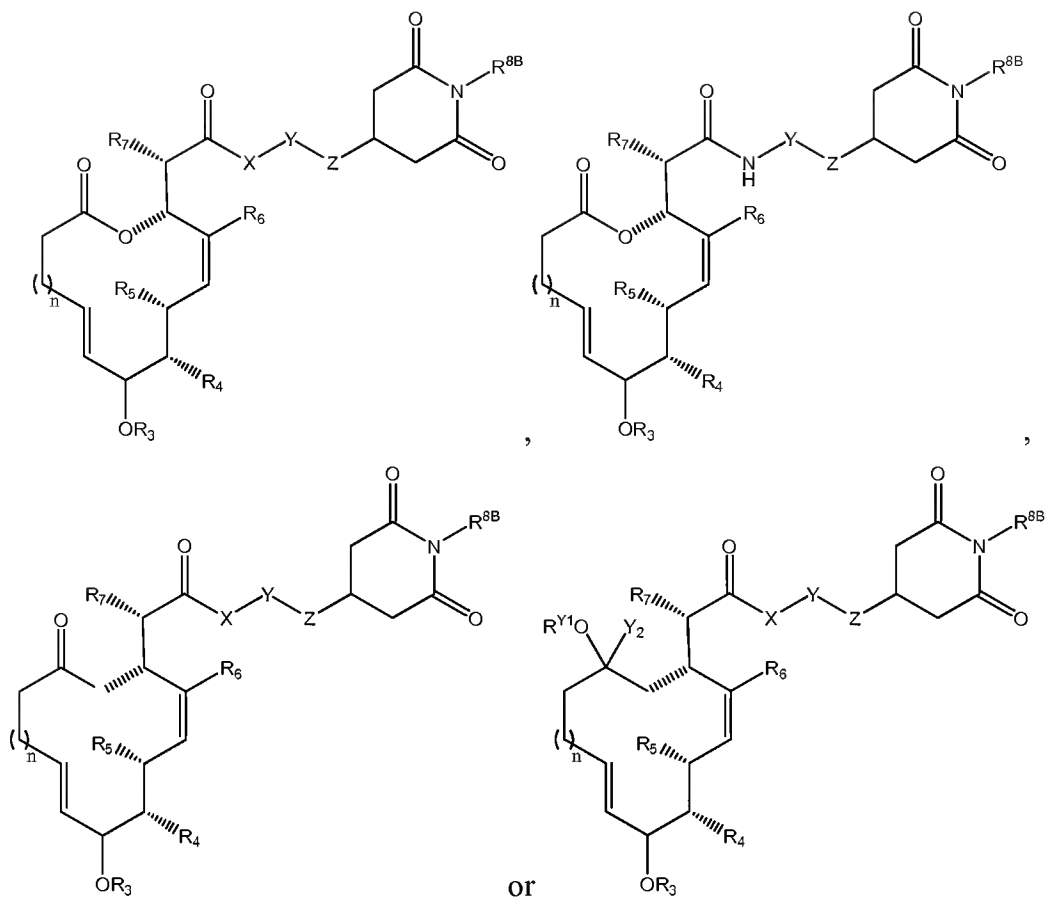
31. **(WITHDRAWN/ORIGINAL)** The composition of claim 1 wherein the compound has the structure:



or pharmaceutically acceptable derivative thereof;

wherein R_3 - R_6 and Q are as defined in claim 11; and Y_2 and R^{Y1} are independently hydrogen or lower alkyl.

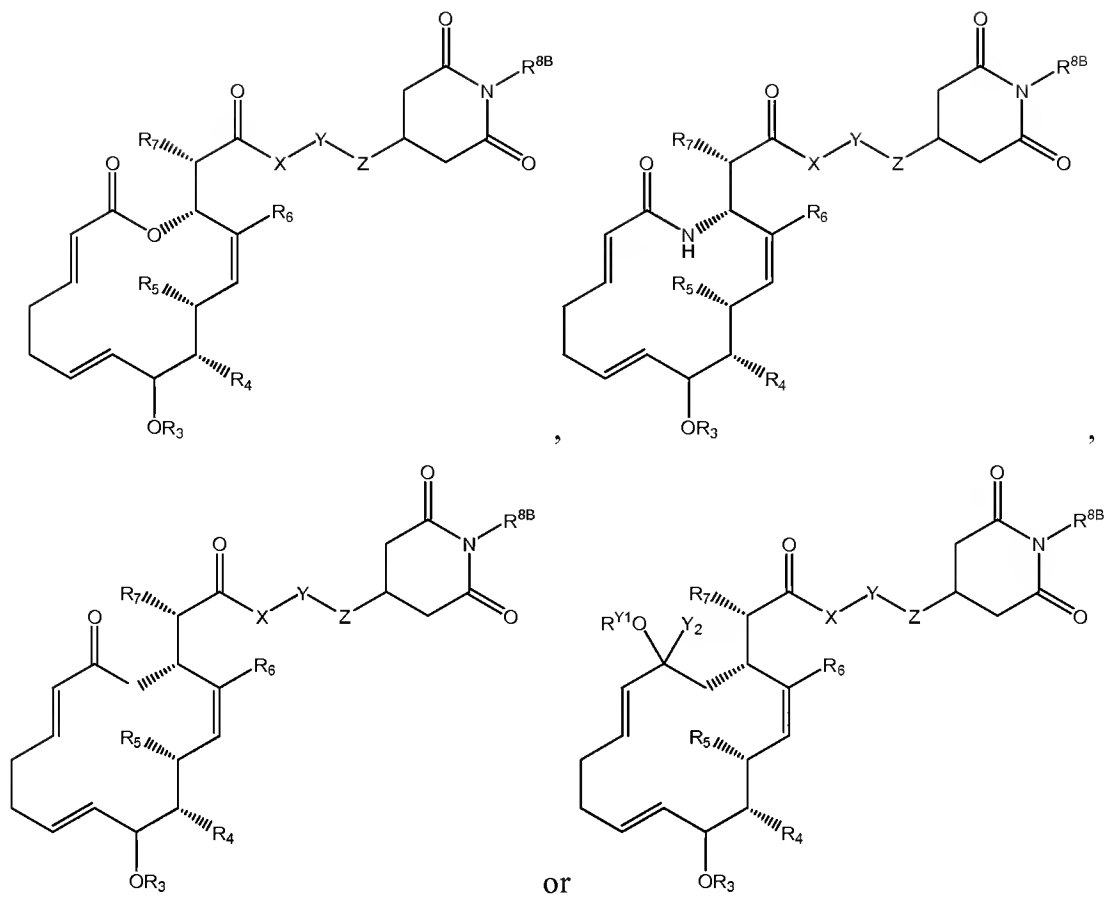
32. **(WITHDRAWN/PREVIOUSLY PRESENTED)** The composition of claim 11 wherein the compound has the structure:



or pharmaceutically acceptable derivative thereof;

wherein R_3 - R_6 and n are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted lower alkyl moiety; R^{8B} is hydrogen or lower alkyl; and X , Y and Z are independently a bond, $-O-$, $-C(=O)-$, $-NR^{Z1}-$, $-CHOR^{Z1}$; or a substituted or unsubstituted C_{0-6} alkylenyl or C_{0-6} alkenylenyl chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO , O , or NR^{Z1} ; and R^{Z1} is hydrogen, or alkyl.

33. (WITHDRAWN/PREVIOUSLY PRESENTED) The composition of claim 11 wherein the compound has the structure:

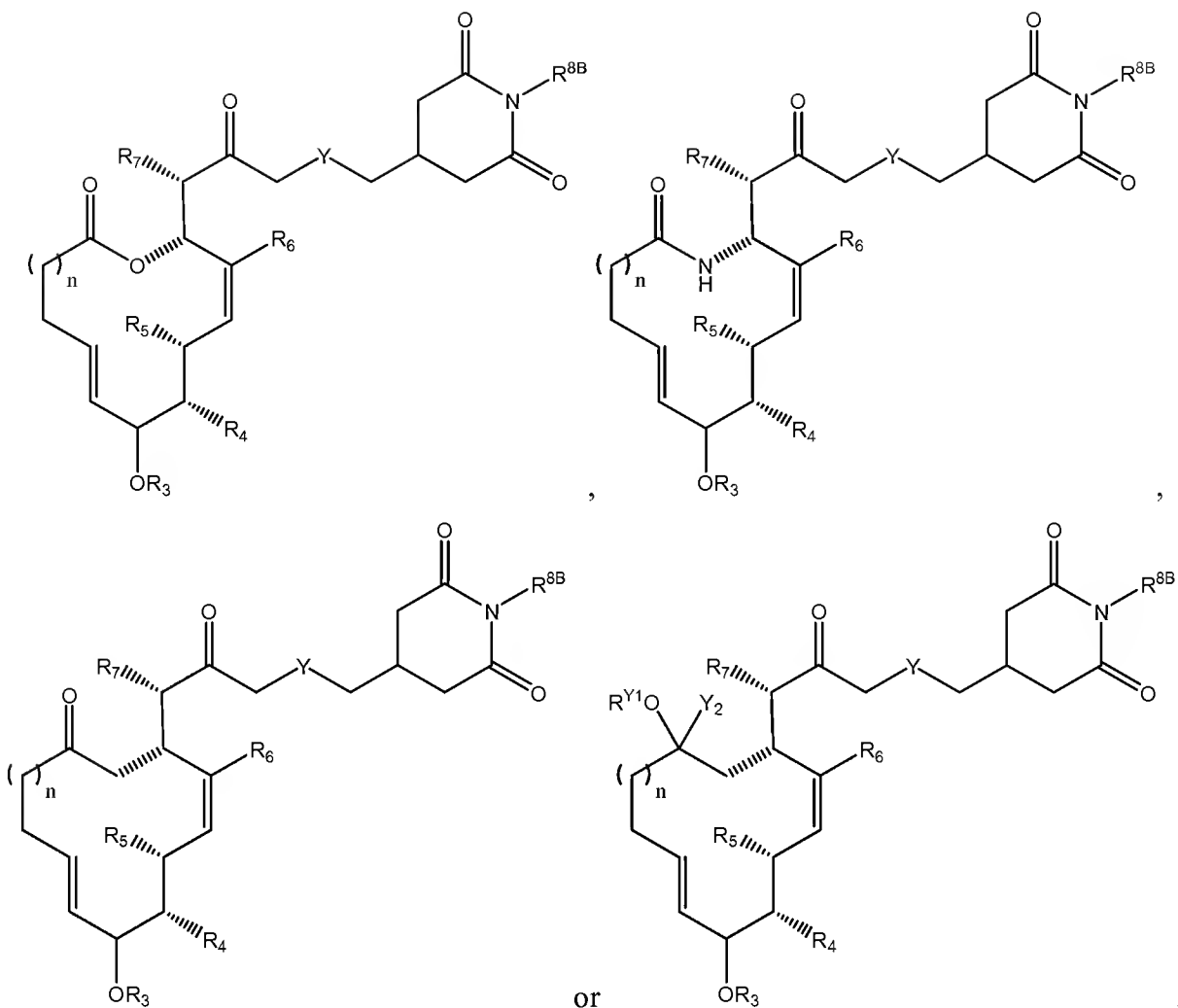


or pharmaceutically acceptable derivative thereof;

wherein R_3 - R_6 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, lower alkyl moiety; R^{8B} is hydrogen or lower alkyl; and X , Y and Z are independently a bond, $-O-$, $-C(=O)-$, $-NR^{Z1}$, or $-CHOR^{Z1}$; or a substituted or unsubstituted C_{0-6} alkylenyl or C_{0-6} alkenylenyl chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO , O , or NR^{Z1} ; and R^{Z1} is hydrogen or alkyl.

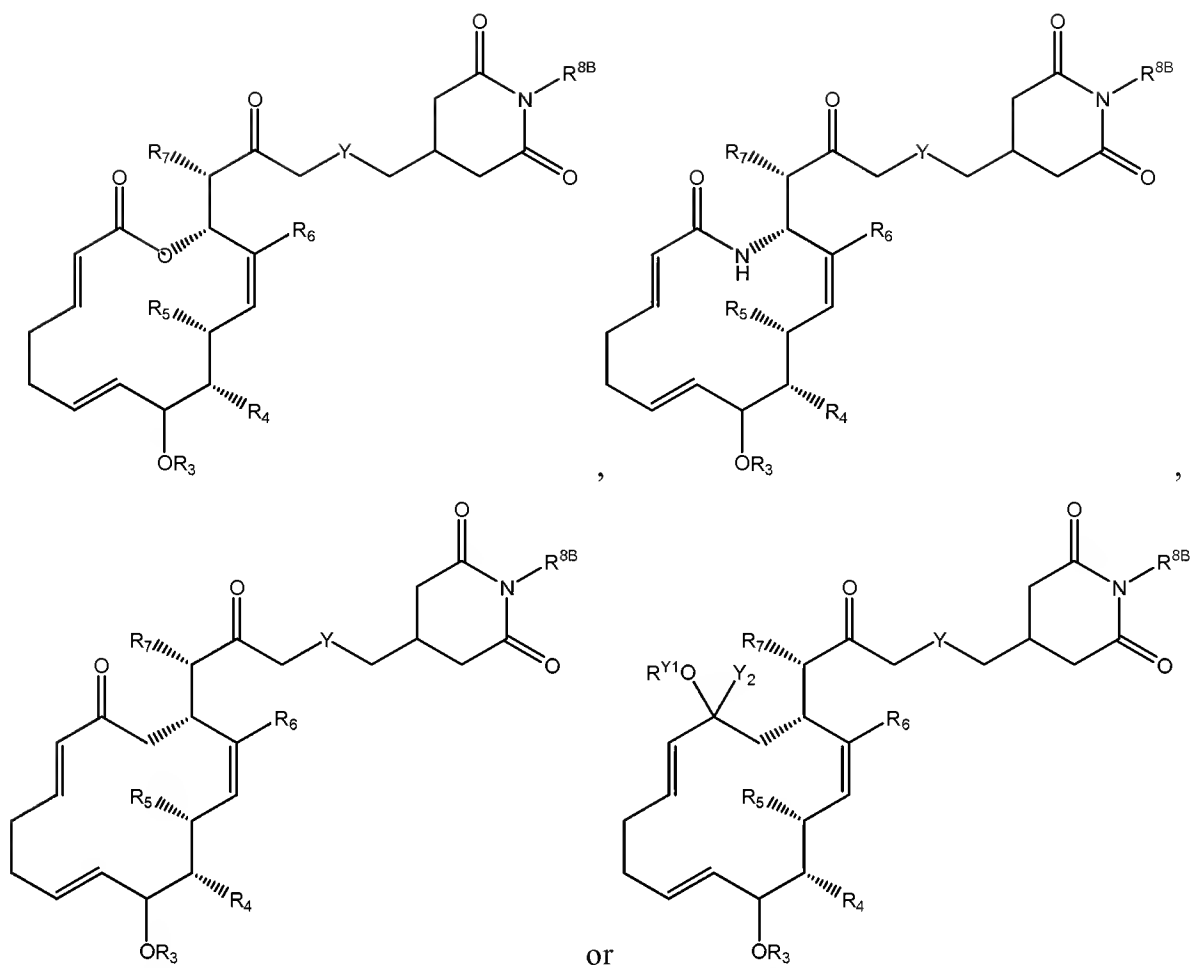
34. **(WITHDRAWN/PREVIOUSLY PRESENTED)** The composition of claim 32 or 33, wherein $-X-Y-Z$ together represents the moiety $-CH_2-Y-CH_2$; wherein Y is $-CHOR^{Y1}$ or $C=O$; and R^{Y1} and R^{Y2} are independently hydrogen or alkyl.

35. **(WITHDRAWN/PREVIOUSLY PRESENTED)** The composition of claim 11 wherein the compound has the structure:



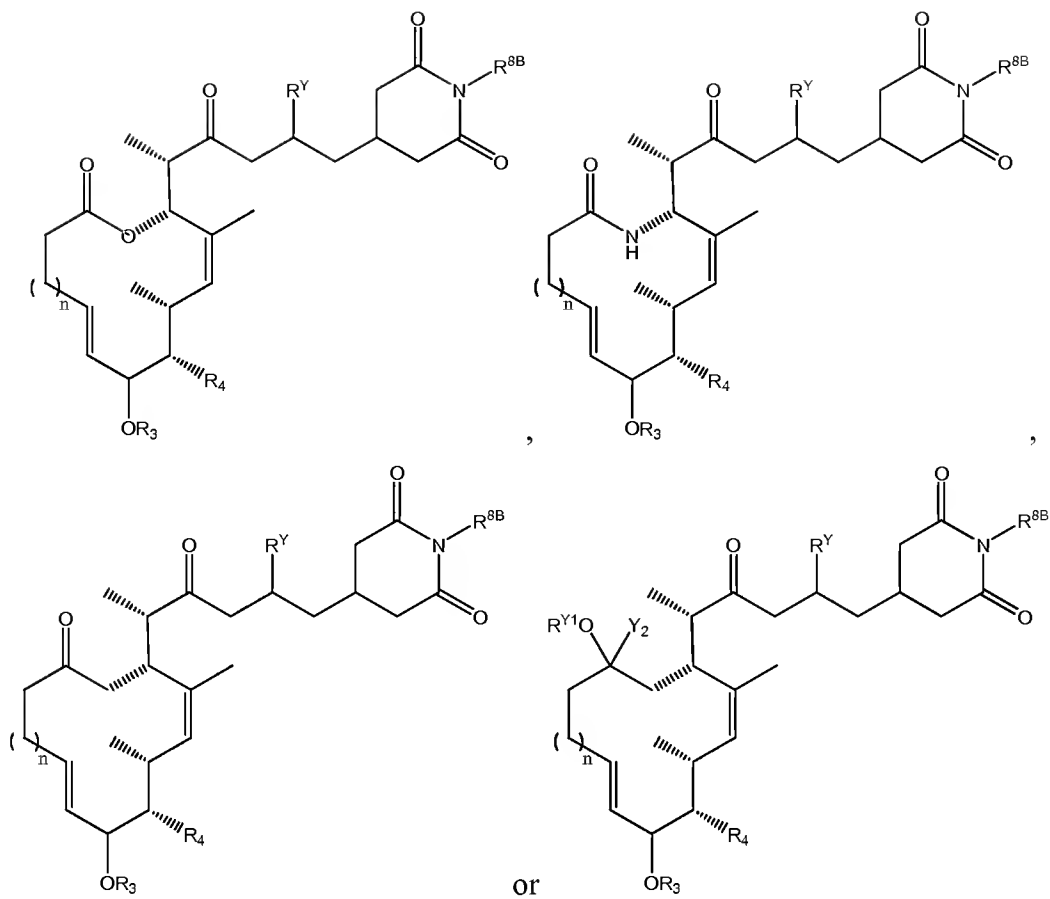
wherein R_3 - R_6 and n are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, lower alkyl moiety; R^{8B} is hydrogen or lower alkyl; and Y is $-\text{CHOR}^{Y1}$, or $\text{C}=\text{O}$, and R^{Y1} is hydrogen, alkyl, or heteroalkyl.

36. **(WITHDRAWN/PREVIOUSLY PRESENTED)** The composition of claim 11 wherein the compound has the structure:



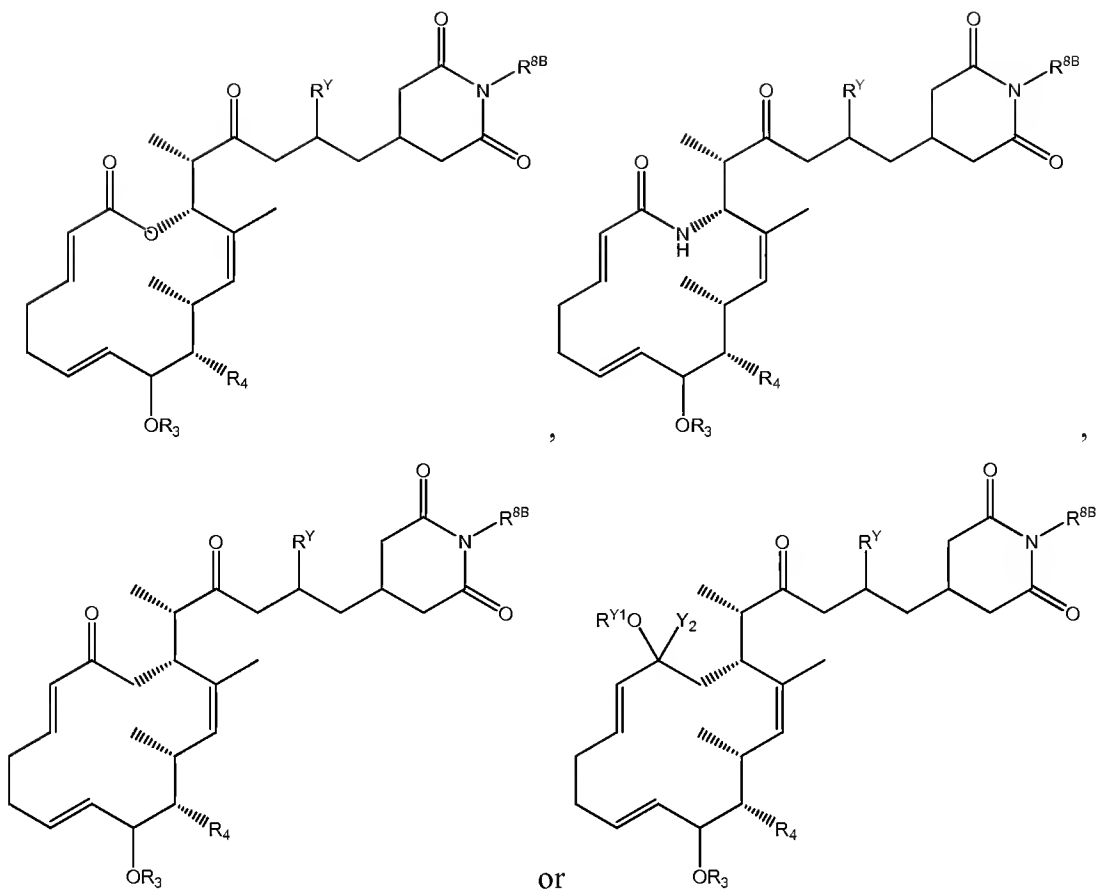
wherein R_3 - R_6 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, lower alkyl moiety; R^{8B} is hydrogen or lower alkyl; and Y is $-\text{CHOR}^{Y1}$, or $\text{C}=\text{O}$; and R^{Y1} is hydrogen, alkyl, or heteroalkyl.

37. **(WITHDRAWN/PREVIOUSLY PRESENTED)** The composition of claim 11 wherein the compound has the structure:



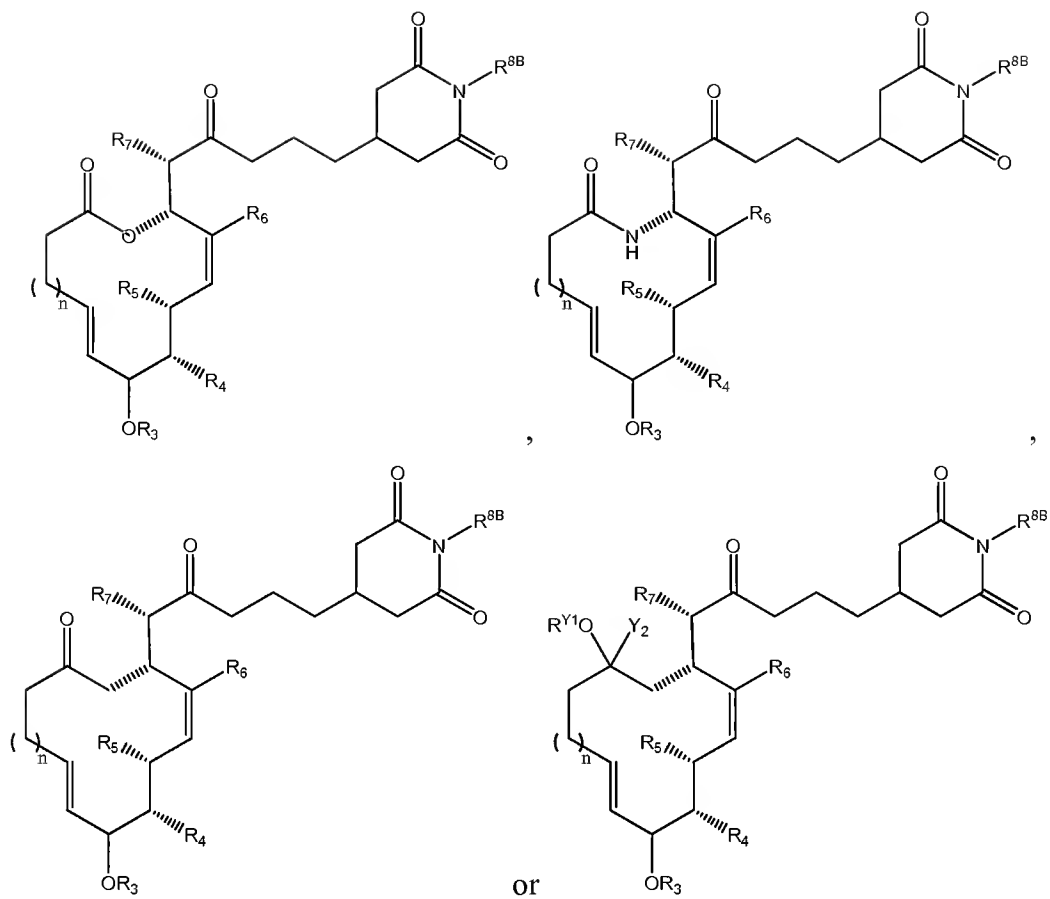
wherein n , R_3 and R_4 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R^{8B} is hydrogen or lower alkyl; and R^Y is hydrogen, or $-OR^{Y1}$; wherein R^{Y1} is hydrogen, alkyl, or heteroalkyl.

38. (WITHDRAWN/PREVIOUSLY PRESENTED) The composition of claim 11 wherein the compound has the structure:



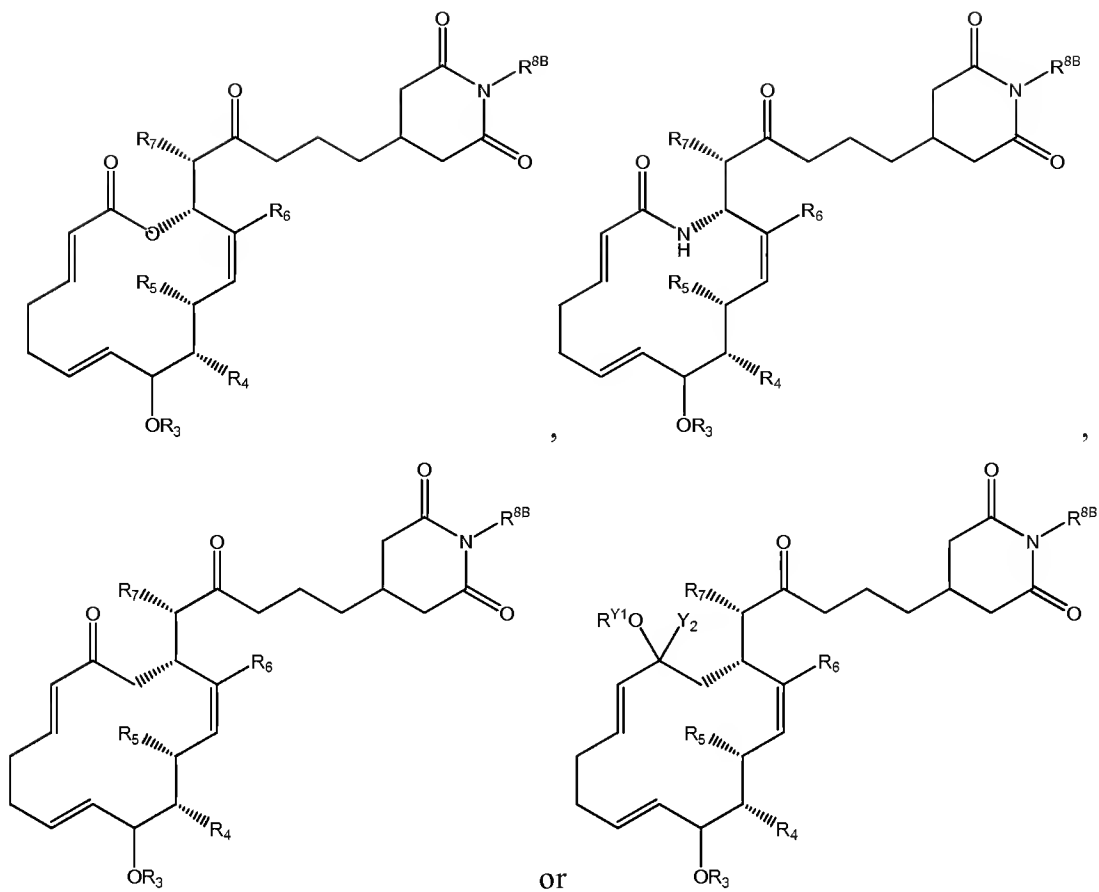
wherein R_3 and R_4 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R^{8B} is hydrogen or lower alkyl; and R^Y is hydrogen, or $-OR^{Y1}$; wherein R^{Y1} is hydrogen, alkyl, or heteroalkyl.

39. **(WITHDRAWN/PREVIOUSLY PRESENTED)** The composition of claim 11 wherein the compound has the structure:



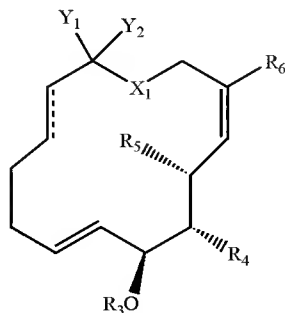
wherein R_3 - R_6 and n are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, lower alkyl moiety; and R^{8B} is hydrogen or lower alkyl.

40. (WITHDRAWN/PREVIOUSLY PRESENTED) The composition of claim 11 wherein the compound has the structure:



wherein R_3 - R_6 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, lower alkyl moiety; and R^{8B} is hydrogen or lower alkyl.

41. (CURRENTLY AMENDED) The composition of claim 11 wherein the compound has the following structure:



or a pharmaceutically acceptable salt thereof;

wherein X_1 is CH_2 , NH or O ;

Y_1 and Y_2 are independently OH, $C(R^{Y1})_3$ or Y_1 and Y_2 taken together with the carbon atom to which they are attached are $-C=O$, wherein R^{Y1} is halo;

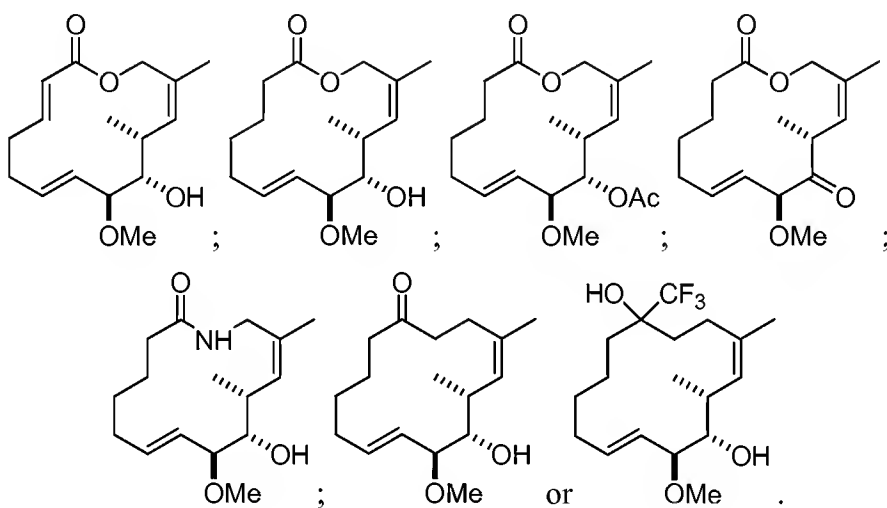
R_6 is ~~H~~ or lower alkyl;

R_5 is H or lower alkyl;

R_4 is OH, $-OAc$ or oxo; and

R_3 is alkyl.

42. (ORIGINAL) The composition of claim 41 wherein the compound has one of the following structures:



Claims 43 and 44 (CANCELED).

45. (ORIGINAL) The composition of claim 1, further comprising a cytotoxic agent.

46. (ORIGINAL) The composition of claim 45, wherein the cytotoxic agent is an anticancer agent.

47. (ORIGINAL) The composition of claim 1, further comprising a palliative agent.

Claims 48-62 (CANCELED).